

RECORDATION NO. 22368

FILED

AUG 30 '99

12-40 PM

ALVORD AND ALVORD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 30, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of August 27, 1999, a primary document, as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Mellon US Leasing
525 Market Street
Suite 3500
San Francisco, CA 94105

Lessee: L.B. Foster Company
One Foster Plaza
PO Box 2806
Pittsburgh, PA 15230-2806

A description of the railroad equipment covered by the enclosed document is:

set forth on Attachment A to the Lease

Mr. Vernon Williams
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Kim L. Bentman
for Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF EQUIPMENT LEASE

This Memorandum of Equipment Lease is intended to evidence the Master Lease Agreement, dated as of August 1, 1999, between Mellon US Leasing, a Division of Mellon Leasing Corporation, a Pennsylvania corporation, having an office at 525 Market Street, Suite 3500, San Francisco, CA 94105 ("Lessor"), and L.B. Foster Company, a Pennsylvania corporation, having an office at One Foster Plaza, P.O. Box 2806, Pittsburgh, PA 15230-2806 ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 11301 of Title 49 of the United States Code. The Master Lease Agreement creates in favor of Lessor a security interest in the rail equipment more fully described in Attachment A hereto (the "**Equipment**"). Lessee has agreed to pay the rentals and other amounts as provided in the Master Lease Agreement and Schedule No. 1 thereto.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of August 27, 1999.

Lessor:

**MELLON US LEASING, A DIVISION OF
MELLON LEASING CORPORATION**


By: _____


Peter Coffee

Lessee:

L.B. FOSTER COMPANY

By: _____


DAVID L. MINOR

The Equipment**Schedule No. 1**Equipment DescriptionReporting Numbers

Five car Power Threader consisting of:

One Power Unit
One Ramp Car
One Ramp Car
One Ramp Car
One Pickup Car

CCGX 606001
CCGX 606002
CCGX 606003
CCGX 606004
CCGX 606005

Twenty six Rail Carrier Cars (Rail Train)

End Car
Tie Down Car
End Car

CCGX 606663
CCGX 606635
CCGX 606398
CCGX 606491
CCGX 606409
CCGX 606814
CCGX 606842
CCGX 606623
CCGX 606411
CCGX 606720
CCGX 606797
CCGX 606439
CCGX 606802
CCGX 606673
CCGX 606792
CCGX 606389
CCGX 606580
CCGX 606570
CCGX 606372
CCGX 606739
CCGX 606641
CCGX 606440
CCGX 606360
CCGX 606489
CCGX 606703
CCGX 606412

State of California

County of San Francisco

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S.S.

On this 24th day of August 1999, before me personally appeared Peter Coffee, to me personally known, who being by me duly sworn, says that he is a Vice President of Mellon US Leasing, a Division of Mellon Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

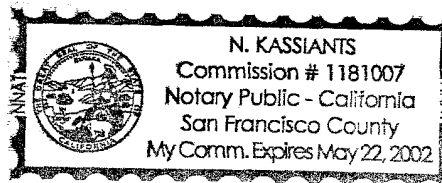
N. Kassiants

NOTARY PUBLIC

My Commission Expires:

May 22, 2002.

[Notarial Seal]



Commonwealth of Pennsylvania

County of Allegheny

S.S.

On this 26th day of August 1999, before me personally appeared DAVID MOORE to me personally known, who being by me duly sworn, says that he is VP - TREASURER of L.B. Foster Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of said instrument was the free act and deed of said corporation.

Linda J. Moore
NOTARY PUBLIC

My Commission Expires:

8-20-01

[Notarial Seal]

Notarial Seal
Linda J. Moore, Notary Public
Green Tree Boro, Allegheny County
My Commission Expires Aug. 20, 2001
Member, Pennsylvania Association of Notaries